

KEPPEL OPP'N EXH. 58



Deposition of:
Simon Hayden

October 29, 2020

In the Matter of:
EIG v. Petrobras

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1 BY MR. WOLINSKY:

2 Q. Sorry, I don't want to cut you off. Did
3 you have more to say?

4 A. No, no. That's --

5 Q. Okay. As of September 2013, were you
6 involved in evaluating or assessing EIG's
7 investment in Sete Brasil?

8 A. Yes. I was still involved. Yeah.

9 Q. Okay. What was your role at that time in
10 evaluating or assessing EIG's investment in Sete
11 Brasil?

12 A. I was part of a, I think, a three-person
13 team. Probably at that stage it was Kevin
14 Corrigan, myself, and Hoshrav Patel. So I was,
15 you know, involved in reviewing the work that
16 Hoshrav was doing and working with Kevin whenever
17 he needed help on matters related to the project.

18 Q. Was Mr. Lowder no longer involved in the
19 Sete deal team as of September 2013?

20 A. I don't think so.

21 Q. Okay. Do you know why he was no longer
22 involved?

1 A. No. I don't know why he -- we went
2 through -- I mean, I can't remember the exact
3 dates, but sort of Hoshrav came in at some point.
4 I don't remember why Kevin left and Hoshrav came
5 in.

6 Q. In September 2013, what would have been
7 the procedures or processes that EIG's Sete deal
8 team would have been using to continue its
9 assessment or evaluation of the investment?

10 MS. LAW: Objection to form.

11 You can answer.

12 THE WITNESS: Well, from recollection,
13 Kevin Corrigan I think was in country at that
14 point. And so he was very much the day-to-day
15 lead on the transaction. So we would, in London,
16 get downloads from Kevin periodically, and
17 particularly in advance of the quarterly review.
18 If necessary, we'd update the model, the
19 evaluation model with material changes. And I
20 would sort of be reviewing the outputs and any
21 changes to assumptions in the model.

22

1 BY MR. WOLINSKY:

2 Q. When you say reviewing the outputs, you
3 mean outputs of the model?

4 A. Yeah. And the assumptions --

5 Q. Okay. And the model you're referring
6 to --

7 MS. LAW: I'm not quite sure he finished
8 his answer.

9 MR. WOLINSKY: Yeah, I'm so sorry. I'm
10 so sorry.

11 BY MR. WOLINSKY:

12 Q. I didn't intend to cut you off.

13 A. Yeah. Reviewing the assumption changes
14 and the outputs.

15 Q. Okay. Was the model that you're
16 referring to an internal EIG model?

17 A. I don't recall the details. I mean, I
18 think we -- we were getting models from Lakeshore.
19 And then I imagine we were -- we could have been
20 changing assumptions or asking Lakeshore to do it
21 for us. And then -- I'm sure there was extra
22 analysis that we were running in the model, but I

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1 don't recall really the sort of -- the heritage,
2 let's call it, of the model.

3 Q. All right. Do you -- is there a document
4 or a spreadsheet or something like that that was
5 used to do the modeling?

6 MS. LAW: Objection to form.

7 THE WITNESS: Well, the -- I don't
8 recall. I think the model -- the announcements
9 were done in the financial model. That is
10 obviously the spreadsheet -- or a spreadsheet. So
11 it was all in -- yeah, I assume.

12 BY MR. WOLINSKY:

13 Q. Okay. Let me ask -- actually, going back
14 to Exhibit 15 for one minute -- tell me when you
15 have that open.

16 A. I'm opening it.

17 Q. I'm looking at page 2.

18 It indicates that you gave a presentation
19 to the investor meeting on Sete Brasil, correct?

20 A. That's right.

21 MS. LAW: Objection to form.

22 You can answer.

1 THE WITNESS: I did. Yeah.

2 BY MR. WOLINSKY:

3 Q. Okay. Do you remember giving that
4 presentation?

5 A. Vaguely. I don't have clear
6 recollections, really, no.

7 Q. Did you have notes that you used to make
8 that presentation?

9 A. I think I did have notes. Yes.

10 Q. Okay. Would you have created PowerPoint
11 slides that you would have used to make the
12 presentation?

13 A. There was a PowerPoint presentation that
14 I would have worked on with the team that was up
15 on the screen behind me as I was presenting.

16 Q. Okay. And what were you -- what was the
17 purpose of making the presentation? What type of
18 information were you providing to the investor
19 conference about Sete Brasil?

20 A. The purpose of the presentation was to
21 inform our investors that had invested in Fund XV
22 and XIV how we had invested their money, so giving

1 them an overview of Sete Brasil and then
2 explaining why we thought it was an attractive
3 investment.

4 Q. Okay. Was the presentation ten minutes?

5 MS. LAW: Objection to form.

6 THE WITNESS: I don't recall.

7 Approximately.

8 BY MR. WOLINSKY:

9 Q. Okay. If you look at Exhibit 15 it says,
10 actual presentation time, ten.

11 So I was asking -- that's why I'm asking,
12 do you recall whether it was a ten-minute
13 presentation?

14 A. I don't recall. I mean, I'm reading the
15 same thing as you. It seems like it was, from
16 what I'm reading in the exhibit, but I can't
17 recall how long it was.

18 MR. WOLINSKY: Okay. Let me find my next
19 exhibit.

20 Okay. So this is an Excel file. So I'm
21 getting this message that says it's not actually
22 going to be -- I can introduce it and you'll be

1 A. I don't recall.

2 Q. Did you do anything in response to this
3 e-mail when you received it?

4 A. I don't recall.

5 Q. At this point in time, you'd been
6 involved with the Sete Brasil investment for about
7 ten days, right?

8 MS. LAW: Objection to form.

9 THE WITNESS: Yeah. We had this
10 discussion before. About ten days. I'm not sure.

11 MR. WOLINSKY: Okay. Let's take a
12 three-minute break. I think I'm probably done.

13 MS. LAW: Okay. If the Kramer Levin team
14 could go into the breakout room once we're off
15 video.

16 Does the videographer need to take us
17 off?

18 VIDEO TECHNICIAN: Please stand by. I'm
19 here.

20 The time is 3:40 p.m. We're going off
21 the record.

22 (A recess was taken.)

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1 VIDEO TECHNICIAN: The time is 3:45 p.m.
2 We're back on the record.

3 Please proceed, Counsel.

4 BY MR. WOLINSKY:

5 Q. Mr. Hayden, just a few last questions.

6 The first is, as part of your involvement
7 in the Sete Brasil investment by EIG, did you
8 interact at all with Ronnie Hawkins?

9 A. I would have done towards the end of my
10 involvement.

11 Q. Okay. And what was his role, if any, in
12 the Sete Brasil investment?

13 A. Well, towards the end of my involvement,
14 he joined as the head of international. And so
15 Brazil fell under his sort of domain, internal
16 domain. And so the Sete investment was -- I
17 suppose he became sort of the most senior person
18 overseeing that investment.

19 Q. Okay. And so did you ever have any
20 direct communications with him about the
21 investment?

22 A. I don't recall.

1 Q. Okay. Did you ever meet Pedro Barusco?

2 A. I don't recall. I only know him through
3 conversations that -- or maybe it was the
4 complaint I read -- of who he is. I met people
5 from Sete and have met board members, and I may
6 have met him. But I don't recall meeting him.

7 Q. How about Eduardo Musa?

8 A. I don't know who that is.

9 Q. Okay. Have you ever communicated with
10 any government official or politician in Brazil?

11 A. I mean, the BNDES guys. You know,
12 government officials, that's all I can think of.

13 Q. Have you ever communicated with anyone
14 who worked for or on behalf of the Workers Party
15 in Brazil?

16 A. Not to my knowledge, no.

17 Q. Okay. Have you ever communicated with
18 anybody who worked for any of the shipyards who
19 built -- who was contracted to build a ship for
20 Sete, a drillship for Sete.

21 A. I attended a site visit of the BrasFELS
22 shipyard when we were showing ADIC. That kind

1 of -- it's a diligence trip they made to Brazil.
2 So I visited a shipyard, the BrasFELS yard. I
3 think that's the only -- I'm trying to think if
4 there were other investments. I don't recall
5 involvement with shipyards apart from the
6 BrasFELS.

7 Q. Okay. Do you remember who you spoke to
8 there?

9 A. I don't recall.

10 Q. And when did you first become aware of
11 Operation Car Wash?

12 A. I don't know. 2015. I'm not sure when I
13 first learned.

14 Q. Okay. And what is your understanding of
15 the issues that are covered by Operation Car Wash?

16 MS. LAW: Objection to form.

17 You can answer.

18 BY MR. WOLINSKY:

19 Q. Do you have an understanding of what
20 issues are covered by Operation Car Wash?

21 MS. LAW: Objection to form.

22 THE WITNESS: I mean, issues -- I mean,

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1 it was a corruption scandal where Petrobras
2 employees and Sete employees were taking bribes, I
3 think, from -- from shipyards for themselves and
4 for the political party in Brazil.

5 BY MR. WOLINSKY:

6 Q. Do you know anything else about that?

7 A. No. That's my basic understanding.

8 Q. Okay.

9 MR. WOLINSKY: Okay. I don't have
10 anything else at this time.

11 MS. LAW: I have no questions for this
12 witness.

13 MR. WOLINSKY: Great. All right. Take
14 care, everybody.

15 VIDEO TECHNICIAN: Please stand by.

16 The time is 3:49 p.m., and this concludes
17 today's testimony given by Mr. Simon Hayden.
18 We're now off the record.

19 (Whereupon, at 3:49 p.m., the
20 confidential remote videotaped deposition
21 of SIMON HAYDEN was concluded.)

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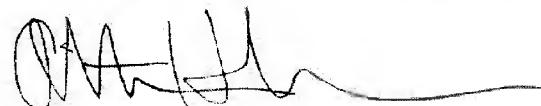
1 C E R T I F I C A T E

2 I do hereby certify that the aforesaid
3 testimony was taken before me, pursuant to
4 notice, at the time and place indicated; that
5 said deponent was by me duly sworn to tell the
6 truth, the whole truth, and nothing but the
7 truth; that the testimony of said witness was
8 taken by me in stenotypy and thereafter reduced
9 to typewriting under my direction; that said
10 statement is a true record of the proceedings;
11 that I am neither counsel for, related to, nor
12 employed by any of the parties to the action in
13 which this statement was taken; and, further,
14 that I am not a relative or employee of any
15 counsel or attorney employed by the parties
16 hereto, nor financially or otherwise interested
17 in the outcome of this action.

18

19

20



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22 CHRISTINA S. HOTSKO, RPR, CRR